

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
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**ORDER APPROVING AMENDMENT TO THE BARCLAYS DIP FACILITY  
AND FEES PAYABLE THEREUNDER**

Upon consideration of the *Motion to Approve Amendment to the Barclays DIP Facility and Fees Payable Thereunder* (the “Motion”),<sup>1</sup> dated October 10, 2012, of the debtors and debtors in possession (collectively, the “Debtors”); and the Court having jurisdiction to consider the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and it appearing that the DIP Amendment and Amendment Fees were negotiated in good faith and at arm’s length; and the Debtors having provided adequate and appropriate notice of the Motion under the circumstances and no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

1. The Motion is granted to the extent provided herein.
2. The Debtors are authorized to enter into the DIP Amendment and pay the Amendment Fee to the DIP Lenders and Administrative Agent pursuant to the DIP Amendment. The DIP Amendment and the Amended and Restated Barclays DIP Credit Agreement are approved and are enforceable obligations of the Debtors in accordance with their terms.
3. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this order.
4. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry. To the extent that it may be applicable, the fourteen-day stay imposed by Bankruptcy Rule 6004(h) is hereby waived.
5. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.
6. This Order shall supplement the Final DIP Order and the Final DIP Order, as so supplemented, shall continue in full force and effect.

Dated: October 18, 2012  
New York, New York

/s/Martin Glenn  
MARTIN GLENN  
United States Bankruptcy Judge